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October 1, 2004

RECORDATION NO. 25230 FILED
OCT 01 '04 10-31 AM
SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Lease dated 6/18/04 involving the following parties and railroad equipment:

Lessor: Midwest Railcar Corporation
9876 213th Avenue, N.W.
Elk River, MN 55330

Lessee: Conrad Yelvington Distributors, Inc.
2326 Bellevue Avenue
Daytona Beach, FL 32114

Equipment: 33, 2300-2800 cf 100-ton Open-top Hoppers
CYXX 900513-900545

Please record this agreement as a primary document. The filing fee of \$30 is enclosed.
Thank you.

Summary: Memorandum of Lease dated 6/18/04 between Midwest Railcar Corporation as Lessor and Conrad Yelvington Distributors, Inc. as Lessee including 33, Open-top Hoppers, CYXX 900513-900545.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosure

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18th day of June, 2004, by and between MIDWEST RAILCAR CORPORATION ("Lessor"), an Illinois corporation, and Conrad Yelvington Distributors, Inc. ("Lessee"), a Florida corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 12, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 18, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

MIDWEST RAILCAR CORPORATION

ATTEST:

By: Richard M. Murphy

Name: Richard M. Murphy

By: David L. Smith

Title: President

Name: David L. Smith

Title: V.P. Sales

Executed on this 29th day of June, 2004.

[CORPORATE SEAL]

RECORDATION NO. 25230 FILED

STATE OF MN

OCT 01 '04 10:31 AM

COUNTY OF Sherburne

SURFACE TRANSPORTATION BOARD

I, David L. Smith, a Notary Public of the County and State aforesaid, certify that Richard M. Murphy III personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29 day of June, 2004.

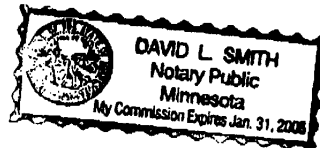
David L. Smith

Notary Public

Commission Expires:

1-31-06

(Notary Public)



LESSEE:

CONRAD YELVINGTON DISTRIBUTORS, INC.

ATTEST:

By: Jenny Stockton

Name: Jenny Stockton

Title: _____

By: Gary Yelvington

Name: GARY YELVINGTON

Title: PRESIDENT

Executed on this 28th day of JUNE, 2004.

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing Memorandum of Lease was acknowledged before me this 28th day of June, 2004, by Gary Yelvington as President of Conrad Yelvington Distributors, Inc., who is personally known to me or has produced _____ as identification.

Notary Public:

Sign: M. W. Klebe

Title: _____

(Seal)



Notary Public, State of Florida
Mark W. Klebe
My Commission Expires July 1, 2005
CC Number DD038253

EXHIBIT A
to
MEMORANDUM OF LEASE

DESCRIPTION OF RAILCARS TO BE PROVIDED

Old:	New:
DMVW 003601	CYXX 900513
DMVW 003602	CYXX 900514
DMVW 003603	CYXX 900515
DMVW 003604	CYXX 900516
DMVW 003605	CYXX 900517
DMVW 003606	CYXX 900518
DMVW 003607	CYXX 900519
DMVW 003608	CYXX 900520
DMVW 003609	CYXX 900521
DMVW 003610	CYXX 900522
DMVW 003611	CYXX 900523
DMVW 003612	CYXX 900524
DMVW 003613	CYXX 900525
DMVW 003614	CYXX 900526
DMVW 003615	CYXX 900527
DMVW 003616	CYXX 900528
DMVW 003617	CYXX 900529
DMVW 003618	CYXX 900530
DMVW 003919	CYXX 900531
DMVW 003920	CYXX 900532
DMVW 003621	CYXX 900533
DMVW 003622	CYXX 900534
DMVW 003623	CYXX 900535
DMVW 003624	CYXX 900536
DMVW 003625	CYXX 900537
GSSX 010320	CYXX 900538
GSSX 465149	CYXX 900539
GSSX 466333	CYXX 900540
GSSX 466363	CYXX 900541
GSSX 466913	CYXX 900542
GSSX 466928	CYXX 900543
MWCX 010254	CYXX 900544
MWCX 464899	CYXX 900545